



BAJAJ CORP LIMITED

CIN: L01110MH2006PLC161345

Registered office: 2nd Floor, Building No. 2, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai - 400093, Maharashtra.

E-mail: complianceofficer@bajajcorp.com Web: www.bajajcorp.com

Phone: (022) 669194 77/78; Fax: (022) 66919476

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Bajaj Corp Limited will be held on Tuesday, December 30, 2014 at 3:00 p.m. at Kamalnayan Bajaj Hall, Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai – 400021 to transact the following business:-

SPECIAL BUSINESS:

1. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, as amended (“FEMA”), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended, provisions of the Companies Act, 2013 to the extent notified and in effect, the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013) (collectively, the “Companies Act”) and all other applicable acts, rules, regulations, provisions, circulars and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to approvals, permissions, and sanctions of the Foreign Investment Promotion Board, the Government of India, Reserve Bank of India and any other regulatory authorities, if required and such conditions as may be prescribed by any of the said authorities while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded to permit foreign institutional investors (including their sub-accounts) (“FIIs”)/ foreign portfolio investor (“FPIs”), registered with the Securities and Exchange of India to acquire and hold equity shares of the Company under the portfolio investment scheme/ foreign portfolio investment scheme or any other permissible mode under FEMA up to an aggregate limit of 49% of the paid-up equity share capital of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all deeds, documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for any matter connected therewith or incidental thereto and delegating all or any of the powers conferred herein to any Committee, Directors, KMP or Officers of the Company.”

“RESOLVED FURTHER THAT the Board (including any Committee thereof or any Directors or KMP or Officers of the Company) which the Board may authorise be and is hereby authorised to settle all questions, difficulties or doubts that may arise in relation to the above matter, without being required to seek further consent or approval of the Members or otherwise and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

By Order of the Board of Directors

Place: Mumbai
Dated: November 28, 2014

Sujoy Sircar
Company Secretary

NOTES:

- 1. A member entitled to attend and vote at the EXTRAORDINARY GENERAL MEETING (“MEETING”) is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument appointing the proxy, in order to be effective, shall be deposited at the registered office of the Company not less than FORTY-EIGHT hours before the commencement of the Meeting. A proxy form is annexed to this Notice.**
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

3. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting is annexed hereto.
5. Relevant documents referred in accompanying Notice are open for inspection by the members at the Registered Office of the Company during business hours on all working days, except Saturdays, Sundays and Public holidays up to the date of the Extraordinary General Meeting.
6. For convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by way of attendance slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, fill up and sign the same at the place provided and hand it over at the entrance of the venue.
7. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company at the following address:

By Post/ Courier/ Hand Delivery	M/s Karvy Computershare Pvt. Ltd. Unit : Bajaj Corp Limited Plot Nos. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081 Tel. No.: 040 4465 5000/2342 0815 - 28 Fax No.: 040 2342 0814, Email: einward.ris@karvy.com
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8. Pursuant to the provisions of Section 101 of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014, Companies may give notice through electronic mode to those members who have registered their e-mail address either with the Company or with the Depositories. Members holding shares in physical form and who have not registered their e-mail address with the Company can now register the same by submitting a written request to M/s. Karvy Computershare Private Limited / Company. Members holding shares in dematerialized form are requested to register their e-mail address with their respective Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request. The Company will send the electronic copies of the Notice dated November 28, 2014 to all those shareholders at their registered email ids provided to us by the respective Depositories. The physical copies of the Notice as aforesaid will also be available at our Registered Office in Mumbai for inspection during business hours. In case any Member(s) insist for physical copy of the aforementioned documents, the same shall be sent to the respective Member(s) by the permitted modes of dispatch, free of cost.
9. Members who have not registered their e-mail addresses and/or any changes in such e-mail addresses therein are requested to record/update the same with Registrar and Share Transfer Agents/Depositories.
10. Voting through electronic means

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the notice) and Clause 35B of the Listing Agreement, the Company is providing facility to exercise votes on the item(s) of business given in the notice dated November 28, 2014 through electronic system, to members holding share(s) as on November 28, 2014 (end of the day) being the cut of date (Record Date for the purpose of Rule 20(3)(vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by M/s. Karvy Computershare Private Limited (Karvy).

The instructions for e-voting are as under :

A. For Members who receive Notice of Extraordinary General Meeting through email:

- i. Use the following URL for e-voting '<https://evoting.karvy.com>'
- ii. Enter the login credentials i.e., user id and password mentioned in your email. Your Folio No/DP ID/Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing USER ID and password for casting your votes.
- iii. After entering the details appropriately, click on "LOGIN".
- iv. You will reach the 'password change' menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- v. You need to login again with the new credentials / password.
- vi. On successful login, the system will prompt you to select the EVENT i.e., Bajaj Corp Limited.
- vii. On the voting page, the number of shares (which represents the number of votes) as held by the member on the cut-off date will appear. If you desire to cast all votes assenting/dissenting to the Resolutions, then enter all shares and click "FOR"/"AGAINST" as the case may be or partly in "FOR" and partly in "AGAINST", but the total number in "FOR"/"AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your vote by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. **Once you confirm, you will not be allowed to modify your vote subsequently.** During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through email - prasanjit@gbcs.co.in
- xi. The Portal will remain open for voting from: December 26, 2014 (9.00 a.m. I.S.T.) till December 27, 2014 (6.00 p.m. I.S.T.)
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual available at the "download" section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. on Toll Free No. 1-800-34-54-001 for any further clarifications.
- xiii. Members may alternatively cast their votes using the Ballot Form which is sent along with this notice and also available on the website of the Company. Please refer instructions under heading C below for more details.

B. For Members who receive the physical copy of the Notice of EGM:

- i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using Ballot Form enclosed to this Notice. Please refer instructions under heading C below for more details.
- ii. Members may alternatively opt for e-voting, for which the USER ID and initial password are provided at the bottom of the Ballot Form. Please follow steps from SL No. (i) to (xii) under heading A above to vote through e-voting platform.

C. For members who wish to vote using Ballot Form:

Pursuant to Clause 35B of the listing agreement, Members may fill in the Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutinizer, C/o. Bajaj Corp Limited, 11th Floor, Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai-400021, so as to reach by 6.00 p.m. on December 27, 2014. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.

In the event, a member casts his votes through both the processes i.e. e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.

D. GENERAL INSTRUCTIONS :

- i. The e-voting period commences from 9.00 a.m. I.S.T. on December 26, 2014 and ends on 6.00 p.m. I.S.T. on December 27, 2014. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the aforesaid cut-off date i.e. November 28, 2014 may cast their vote during the above voting period electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii. The Company has appointed Mr. Prasanjit Kumar Baul, Partner, Gupta Baul & Associates, Company Secretaries, as the Scrutinizer to scrutinise the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process), in a fair and transparent manner.
- iii. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- iv. In the event of a Poll, please note that the Members who have exercised their right to vote by electronic means/ through Ballot form as above shall not be eligible to vote by way of Poll at the meeting. The Poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting and using Ballot form shall be counted for the purpose of passing of resolution(s).

Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the Extraordinary General Meeting of the Company scheduled to be held on Tuesday, December 30, 2014. At the said Extraordinary General Meeting, the Chairman of the meeting shall declare the results of voting on the resolutions set out in the Notice. The results declared alongwith the Scrutinizer's report shall be placed on the Company's website www.bajajcorp.com and on the website of Karvy www.evoting.karvy.com within two days of the passing of the resolution at the Extraordinary General Meeting of the Company and shall also be communicated to the Stock Exchanges.

STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

In respect of the resolution set out in Item No. 1 of the Notice.

In terms of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) (Second Amendment) Regulations, 2014, a Registered Foreign Portfolio Investor ("RFPI") may purchase shares or convertible debentures of an Indian company under the Foreign Portfolio Investment (FPI) Scheme subject to the terms and conditions specified in the Schedule 2A and the limits and margin requirements prescribed by RBI/ SEBI and other conditions stipulated by Reserve Bank from time to time. The total holding by each RFPI shall be below 10% (ten percent) of the total paid up equity share capital or below 10% (ten percent) of the paid up value of each series of convertible debentures issued by the Indian company. Further, the total holdings of all RFPI shall not exceed 24% (twenty-four percent) of the total paid up equity share capital or paid up value of each series of convertible debentures (hereinafter called "aggregate limit"). These Regulations also provide that the aggregate limit of 24% referred to above may be increased up to the sectoral cap/ statutory ceiling, as applicable, by the Indian Company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its General Body.

Currently, FIIs/ QFI/ RFPI hold around 23% of the paid up equity share capital of the Company. With increased participation by FIIs in the Indian capital market, the aggregate limit of 24% is likely to be exhausted shortly. As per prevailing law, the sectoral cap / statutory ceiling for the sector to which the company belongs is 100%. Hence, the Board of Directors of the Company vide its resolution passed on November 28, 2014, approved and recommended the increase in the RFPI investment limit up to 49% (forty-nine percent) of the equity share capital of the Company under the FPI Scheme.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are concerned or interested, either financially or otherwise, in passing of the above resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the passing of the Special Resolution set out under item 1 of this Notice.

A copy of this Notice together with Explanatory Statement, copy of Shareholding Pattern of the Company as on November 21, 2014, Board Resolution dated November 28, 2014 referred to above are available for inspection of any shareholder at the Registered Office of the Company between 11:00 a.m. to 1:00 p.m. on all working days (except Saturdays, Sundays & Public Holidays) upto December 30, 2014.

By Order of the Board of Directors

Sujoy Sircar
Company Secretary

Place: Mumbai
Dated: November 28, 2014



BAJAJ CORP LIMITED

CIN: L01110MH2006PLC161345

Registered Office: 2nd Floor, Building No. 2, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East), Mumbai – 400093

Tel.: 022-66919477 / 78, **Fax:** 022-66191476, **Website:** www.bajajcorp.com

Email: complianceofficer@bajajcorp.com

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional Slip at the venue of the meeting.

D.P. Id* _____

Folio No. _____

Client Id * _____

No. of Shares _____

NAME AND ADDRESS OF THE SHAREHOLDER:

I hereby record my presence at the **Extraordinary General Meeting** of the Company held on **Tuesday, December 30, 2014** at 3:00 p.m. at Kamalnayan Bajaj Hall, Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai – 400021.

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Signature of Shareholder/Proxy

*Applicable for investors holding shares in electronic form.



BAJAJ CORP LIMITED

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L01110MH2006PLC161345
 Name of the Company : **BAJAJ CORP LIMITED**
 Registered Office : 2nd Floor, Building No. 2, Solitaire Corporate Park,
 167, Guru Hargovind Marg, Chakala,
 Andheri (East), Mumbai – 400093.

Name of the member(s) :

Registered Address :
:

Email ID :

Folio No./Client ID/DP ID :

I/We, being the member(s) of shares of the above named Company, hereby appoint:

1) Name :

Address :
:

Email ID :

Signature : or failing him

2) Name :

Address :
:

Email ID :

Signature : or failing him

3) Name :

Address :

:

Email ID :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Tuesday, December 30, 2014 at 3:00 p.m., at Kamalnayan Bajaj Hall, Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai – 400021 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Special Business
1. Investment by Foreign Institutional Investors/Registered Foreign Portfolio Investors to acquire and hold equity shares of the Company under the Portfolio Investment Scheme/Foreign Portfolio Investment Scheme or any other permissible mode under FEMA up-to an aggregate limit of 49% of the paid up equity share capital of the Company.

Signed this day of 2014.



.....
Signature of shareholder

.....
Signature of Proxy holder(s)

Notes:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.